

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
TMT PROCUREMENT CORPORATION,	§	Case No.: 13-33763
<i>et al.</i> , ¹	§	
	§	
Debtors.	§	(Jointly Administered)

**WITNESS AND EXHIBIT LIST OF MEGA INTERNATIONAL COMMERCIAL BANK
CO., LTD., FOR AUGUST 28, 2013**

Mega International Commercial Bank Co., Ltd., both in its capacity as an individual lender as well as its role as agent bank in those certain syndicated facilities related to certain of the above-captioned debtors and debtors in possession ("**Mega Bank**"), through its undersigned counsel, hereby submits this *Witness and Exhibit List* for all matters scheduled to be heard on **Wednesday, August 28, 2013** (the "**Hearing**").

WITNESSES

Mega Bank may call any of the following witnesses at the Hearing, whether in person, telephonically, or by proffer:

- Jim Dolphin of AMA Capital Partners LLC;
- Craig Neil Cunningham of Bowman Gilfillan Inc.;
- Yap Fook Ken of Allen & Gledhill LLP;
- Guangwei Sun of Liaoning Fada Law Firm;

¹ The Debtors in these Chapter 11 cases (the "**Cases**") are: (1) A Whale Corporation; (2) B Whale Corporation; (3) C Whale Corporation; (4) D Whale Corporation; (5) E Whale Corporation; (6) G Whale Corporation; (7) H Whale Corporation; (8) A Duckling Corporation; (9) F Elephant Inc.; (10) A Ladybug Corporation; (11) C Ladybug Corporation; (12) D Ladybug Corporation; (13) A Handy Corporation; (14) B Handy Corporation; (15) C Handy Corporation; (16) B Max Corporation; (17) New Flagship Investment Co., Ltd.; (18) RoRo Line Corporation; (19) Ugly Duckling Holding Corporation; (20) Great Elephant Corporation; and (21) TMT Procurement Corporation.

- Adrian Attard or another professional of Fenech and Fenech Advocates;
- Hsin-Chi Su;
- TMT corporate representative;
- Lisa Donahue;
- AlixPartners witness;
- any witness called by any other party; and
- any witness necessary for rebuttal.

EXHIBITS

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
1	Debtors' Proposed Order Pursuant to Sections 105(a), 362 and 365 of the Bankruptcy Code Enforcing and Restating Automatic Stay and Ipso Facto Provisions [Dkt. No. 5-1]				
2	Consolidated List of Creditors Holding 30 Largest Unsecured Claims [Dkt. No. 10]				
3	Declaration of Lisa Donahue in Support of Debtors' Voluntary Petitions Under Chapter 11 of Title 11 of the United States Code and First Day Motions [Dkt. No. 15]				
4	Exhibit A to Cash Collateral Motion [Dkt. No. 19]				
5	Order Pursuant to Sections 105(a), 362 and 365 of the Bankruptcy Code Enforcing and Restating Automatic Stay and Ipso Facto Provisions [Dkt. No. 23]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
6	Objection of Mega International Commercial Bank Co., Ltd., to Debtors' Emergency Motion for an Order (i) Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders, (ii) Granting Adequate Protection for Use Thereof, and (iii) Scheduling Final Hearing [Dkt. No. 35]				
7	Interim Order Authorizing Use of Cash Collateral and Granting Adequate Protection [Dkt. No. 43]				
8	Debtors' Second Emergency Motion for an Order Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders to Pay Insurance Premiums [Dkt. No. 65]				
9	Objection of Mega International Commercial Bank Co., Ltd., to Debtors' Second Emergency Motion for an Order Authorizing the Debtors to Use Cash Collateral of Existing Secured Lenders to Pay Insurance Premiums [Dkt. No. 76]				
10	Notice of Appointment of Committee of Unsecured Creditors [Dkt. No. 84]				
11	Notice of Declaration of Joelle Louise Downes Regarding South African Law [Dkt. No. 116]				
12	Declaration of Joelle Louise Downes Regarding South African Law [Dkt. No. 116-1]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
13	Emergency Motion for Cash Collateral Use for Limited Purpose of Maintaining Vessel Communication Systems [Dkt. No. 145]				
14	Order Regarding "C Whale" [Dkt. No. 175]				
15	Schedules and Statements – A Duckling Corporation [Dkt. No. 177]				
16	Schedules and Statements – A Handy Corporation [Dkt. No. 178]				
17	Schedules and Statements – A Ladybug Corporation [Dkt. No. 179]				
18	Schedules and Statements – A Whale Corporation [Dkt. No. 180]				
19	Schedules and Statements – B Handy Corporation [Dkt. No. 181]				
20	Schedules and Statements – B Max Corporation [Dkt. No. 182]				
21	Schedules and Statements – B Whale Corporation [Dkt. No. 183]				
22	Schedules and Statements – C Handy Corporation [Dkt. No. 184]				
23	Schedules and Statements – C Ladybug Corporation [Dkt. No. 185]				
24	Schedules and Statements – C Whale Corporation [Dkt. No. 186]				
25	Schedules and Statements – D Ladybug Corporation [Dkt. No. 187]				
26	Schedules and Statements – D Whale Corporation [Dkt. No. 188]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
27	Schedules and Statements – E Whale Corporation [Dkt. No. 189]				
28	Schedules and Statements – F Elephant Inc. [Dkt. No. 190]				
29	Schedules and Statements – G Whale Corporation [Dkt. No. 191]				
30	Schedules and Statements – Great Elephant Corporation [Dkt. No. 192]				
31	Schedules and Statements – H Whale Corporation [Dkt. No. 193]				
32	Schedules and Statements – New Flagship Investment Co., Ltd. [Dkt. No. 194]				
33	Schedules and Statements – RoRo Line Corporation [Dkt. No. 195]				
34	Schedules and Statements – TMT Procurement Corporation [Dkt. No. 196]				
35	Schedules and Statements – Ugly Duckling Holding Corporation [Dkt. No. 197]				
36	Supplemental Order Authorizing Use of Cash Collateral and Granting Adequate Protection [Dkt. No. 200]				
37	Order to Provide Information [Dkt. No. 201]				
38	Second Supplemental Order Authorizing Use of Cash Collateral and Granting Adequate Protection [Dkt. No. 251]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
39	Verified Statement of the Official Committee of Unsecured Creditors of TMT Procurement Corporation, et al. Pursuant to Bankruptcy Rule 2019 [Dkt. No. 286]				
40	Notice of (i) Intention to Raise Issues About South African Law and (ii) Filing of Cunningham Declaration [Dkt. No. 310; Adv. Dkt. No. 26]				
41	Declaration of Craig Neil Cunningham Regarding South African Law [Dkt. No. 310-1; Adv. Dkt. No. 26-1]				
42	Exhibit A to Declaration of Craig Neil Cunningham Regarding South African Law [Dkt. No. 310-1; Adv. Dkt. No. 26-1]				
43	Notice of (i) Intention to Raise Issues About PRC Law and (ii) Filing of Sun Declaration [Dkt. No. 311]				
44	Declaration of Guangwei Sun Regarding PRC Law and all exhibits thereto [Dkt. No. 311-1]				
45	Exhibit A to Declaration of Guangwei Sun Regarding PRC Law and all exhibits thereto [Dkt. No. 311-1]				
46	Exhibit B to Declaration of Guangwei Sun Regarding PRC Law and all exhibits thereto [Dkt. No. 311-1]				
47	Exhibit C to Declaration of Guangwei Sun Regarding PRC Law and all exhibits thereto [Dkt. No. 311-1]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
48	Notice of (i) Intention to Raise Issues About Singaporean Law and (ii) Filing of Yap Declaration [Dkt. No. 312; Adv. Dkt. No. 27]				
49	Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
50	Exhibit A to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
51	Exhibit B to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
52	Exhibit C to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
53	Exhibit D to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
54	Exhibit E to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
55	Exhibit F to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
56	Exhibit G to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
57	Exhibit H to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
58	Exhibit I to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
59	Exhibit J to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
60	Exhibit K to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
61	Exhibit L to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
62	Exhibit M to Declaration of Yap Fook Ken Regarding Singaporean Law [Dkt. No. 312-1; Adv. Dkt. No. 27-1]				
63	Bareboat Charter dated October 10, 2010, between D Whale Corporation, as Owner, and Blue Whale Corp., as Bareboat Charterer				
64	Bareboat Charter dated November 1, 2010, between E Whale Corporation, as Owner, and Blue Whale Corp., as Bareboat Charterer				
65	Bareboat Charter dated June 3, 2011, between G Whale Corporation, as Owner, and Blue Whale Corp., as Bareboat Charterer				
66	Bareboat Charter dated June 20, 2011, between H Whale Corporation, as Owner, and Blue Whale Corp., as Bareboat Charterer				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
67	Time Charter Party dated June 25, 2010, between C Whale Corporation and Blue Whale Corporation				
68	Time Charter Party (D Whale) between Blue Whale Corporation and Nasatel General Trading LLC				
69	Time Charter Party (G Whale) between Blue Whale Corporation and ECB International LLC				
70	Time Charter Party (H Whale) between Blue Whale Corporation and ECB International LLC				
71	Loan, Mortgage, and Security Documents: A Duckling				
72	Loan, Mortgage, and Security Documents: A Ladybug				
73	Loan, Mortgage, and Security Documents: C Whale				
74	Loan, Mortgage, and Security Documents: D Whale				
75	Loan, Mortgage, and Security Documents: E Whale				
76	Loan, Mortgage, and Security Documents: G Whale				
77	Loan, Mortgage, and Security Documents: H Whale				
78	Financial Statements: A Duckling Corporation				
79	Financial Statements: A Ladybug Corporation				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
80	Financial Statements: C Whale Corporation				
81	Financial Statements: D Whale Corporation				
82	Financial Statements: E Whale Corporation				
83	Financial Statements: G Whale Corporation				
84	Financial Statements: H Whale Corporation				
85	Notices of Default and Acceleration (A Duckling, A Ladybug, C Whale, D Whale, E Whale, G Whale, and H Whale)				
86	Transcript of July 16, 2013 Hearing [Dkt. No. 117]				
87	Transcript of July 17, 2013 Hearing [Dkt. No. 125]				
88	Transcript of July 18, 2013 Hearing [Dkt. No. 207]				
89	Time Charter Party (D Whale) between Blue Whale Corp., as Owners, and Avantgarde Shipping Limited of Hong Kong, as Charterers				
90	Time Charter Party (G Whale) between Blue Whale Corp., as Owners, and ECB International LLC of UAE, as Charterers, and related documents as provided by AlixPartners on August 8, 2013.				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
91	Time Charter Party (H Whale) between Blue Whale Corp., as Owners, and ECB International LLC of UAE, as Charterers				
92	Warrant of Arrest – M/V A Ladybug (Maltese)				
93	Warrant of Arrest – M/V A Ladybug (certified English translation)				
94	Tarra Quismundo, <i>Marooned in Malta, 21 Filipino seamen seek help</i> , Philippine Daily Inquirer, August 13, 2013, at 9:35 p.m.				
95	Editorial, <i>Taiwanese car carrier A Ladybug abandoned by owner?</i> , Maritime Bulletin, August 14, 2013, at 1:10 a.m.				
96	Email from M. Lotito to I. O'Hearn, July 31, 2013, at 2:28 p.m. (Eastern), requesting status of A Ladybug Gard P&I premium				
97	Email from T. Wood to F. Hyman, August 7, 2013, at 2:28 p.m. (Eastern), stating “ <i>All vessels have communication service and we are not aware of any current or outstanding threats to terminate that service</i> ” and “ <i>We can confirm that A Ladybug is insured.</i> ”				
98	Mega Critical Vendor Payment Log as at 16 Aug.xlsx, prepared by AlixPartners and delivered to AMA				
99	Caveat Notice in Terms of Admiralty Rue 4(4) of Jurong Shipyard (Pty) Ltd. (AC 19/2013)				

Ex. #	Description	Offered	Objection	Admitted/ Not Admitted	Disposition
100	Caveat Notice in Terms of Admiralty Rue 4(4) of Jurong Shipyard (Pty) Ltd. (AC 10/2013)				
101	32 Crew Individuals v. M/V E Whale, Case No. AC 10/2013 (Summons for Admiralty Action in Rem in the High Court of South Africa)				
102	Bank Account Statement (H Whale) for Preceding Two Months				
103	Dolphin Offshore Chandling (Pty) Ltd v. M/V E Whale, Case No. AC22/2013 (Notice of Arrest)				
104	Any proposed budgets produced by the Debtors or their advisors.				
105	Any other document produced by Debtors in advance of the dismissal hearings commencing on July 16, 2013.				
106	Any other exhibit offered for admission by any other party at the Hearing.				

Mega Bank reserves the right to ask the Court to take judicial notice of pleadings and transcripts and/or documents and to supplement or amend this *Witness and Exhibit List* at any time prior to the Hearing.

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Respectfully submitted this 26th day of August, 2013,

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CERTIFICATE OF SERVICE

I hereby certify that on August 26, 2013, a true and correct copy of the aforementioned *Witness and Exhibit List* was served on all parties entitled to receive electronic notice in these Cases by the Electronic Case Filing system, and on the counsel below by first class U.S. mail.

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